

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

THERESA MONTURANO,
 Derivatively on Behalf of Nominal
 Defendant GROUPON, INC.,

 Plaintiff,

 v.

 ERIC LEFKOFSKY, PETER BARRIS,
 KEVIN EFRUSY, MELLODY HOBSON,
 BRAD KEYWELL, TED LEONSIS,
 ANDREW MASON, and HOWARD
 SCHULTZ,

 Defendants,

 and

 GROUPON, INC.,

 Nominal Defendant.

No. 1:12-cv-02507

**PRETRIAL ORDER NO. 1 CONSOLIDATING
DERIVATIVE ACTIONS AND APPOINTING LEAD
PLAINTIFF AND CO-LEAD COUNSEL**

WHEREAS, Plaintiff Theresa Monturano has alleged, among other things, that the individual defendants Eric Lefkowsky, Peter Barris, Kevin Efrusy, Mellody Hobson, Brad Keywell, Ted Leonsis, Andrew Mason, and Howard Schultz, breached their fiduciary duties to Groupon, Inc. (“Groupon”) and its shareholders; and

WHEREAS, there are multiple derivative actions against Groupon presently pending before the Court:

NOW THEREFORE, IT IS HEREBY ORDERED as follows:

1. All pending derivative actions shall be consolidated.
2. Theresa Monturano is appointed Lead Plaintiff in the consolidated derivative action.

3. Plaintiff's selection of Co-Lead Counsel for the derivative actions is approved. The law firms of Harwood Feffer LLP and Wolf Haldenstein Adler Freeman & Herz LLC are appointed Co-Lead Counsel. The law firm of Miller Law LLC is appointed Liaison Counsel.

4. Co-Lead Counsel shall have authority to speak for Plaintiffs in matters regarding pre-trial and trial procedures, and shall make all work assignments in such a manner as to facilitate the orderly and efficient prosecution of this litigation and to avoid duplicative or unproductive effort. Additionally, Co-Lead Counsel shall have the following responsibilities:

- a. to brief and argue motions and file opposing briefs in proceedings initiated by other parties;
- b. to initiate and conduct discovery;
- c. to act as spokesperson at court conferences and hearings;
- d. to consult with and call meetings of plaintiffs' counsel when they deem it appropriate;
- e. to consult with and employ experts;
- f. to negotiate with and enter into agreements with defendants' counsel with respect to settlement and other matters; and
- g. to perform such other duties as they deem necessary, or as may be expressly authorized by further order of the Court.

5. Co-Lead Counsel shall be responsible for coordinating all activities and appearances on behalf of Plaintiffs and for disseminating notices and orders of this Court.

6. No motion, application, or request for discovery shall be served or filed, or other pretrial proceedings initiated, on behalf of Plaintiffs, except through Co-Lead Counsel.

7. All notices, proposed orders, pleadings, motions, discovery, and memoranda shall be served upon Plaintiffs by service upon Co-Lead Counsel.

8. Co-Lead Counsel shall be available and responsible for communications to and from this Court. Co-Lead Counsel shall be responsible for the creation and maintenance of a master service list of all parties and their respective counsel.

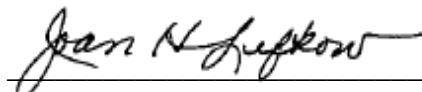
9. Defendants' counsel may rely upon all agreements made with Co-Lead Counsel, or other duly authorized representatives of Plaintiffs, and such agreements shall be binding on Plaintiffs.

10. When a case that arises out of the same operative facts as the derivative action is hereinafter filed or transferred to this Court, it shall be consolidated with this derivative action and the Clerk of Court shall:

- a. File a copy of this Order in the separate file for such action;
- b. Mail a copy of this Order to the attorneys for the plaintiff in the newly-filed or transferred action and to any new defendant in the newly-filed or transferred action; and
- c. Make the appropriate docket entry.

The Court requests the assistance of counsel in calling to the attention of the Clerk of this Court the filing or transfer of any case that might be properly considered part of the derivative action.

SO ORDERED:

A handwritten signature in black ink, appearing to read "Joan H. Lefkow", written over a horizontal line.

Joan H. Lefkow
United States District Judge

DATED this 30th day of May, 2012